Fehlman Paul Wesley
Form 4
April 30, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fehlman Paul Wesley

(Last) (First) (Middle)

ONE MUSEUM PLACE, SUITE 500, 3100 WEST 7TH STREET

(Street)

FORT WORTH, TX 76107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AZZ INC [AZZ]

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	04/27/2019		M		798	A	$ 0	13,553	D	
COMMON STOCK	04/27/2019		M		761	A	$ 0	14,314	D	
COMMON STOCK	04/27/2019		M		255	A	$ 0	14,569	D	
COMMON STOCK	04/27/2019		M		29 (1)	A	$ 0	14,598	D	
COMMON STOCK	04/27/2019		M		19 (2)	A	$ 0	14,617	D	

COMMON STOCK	04/27/2019		M	6 (3)	A	$ 0	14,623	D
COMMON STOCK	04/27/2019		F	467 (4)	D	$ 46.88	14,156	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(5)	04/27/2019		M			798	(6)	(7)	COMMON STOCK	798	
Restricted Stock Units	(5)	04/27/2019		M			761	(8)	(7)	COMMON STOCK	761	
Restricted Stock Units	(5)	04/27/2019		M			255	(9)	(7)	COMMON STOCK	255	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fehlman Paul Wesley ONE MUSEUM PLACE, SUITE 500 3100 WEST 7TH STREET FORT WORTH, TX 76107			SVP & CFO	

Signatures

/s/ Tara D. Mackey, attorney-in-fact for Paul W. Fehlman	04/30/2019
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the vesting of dividend equivalent rights accrued on 798 restricted stock units ("RSUs") granted on 4/27/2016, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.

(2) Represents the vesting of dividend equivalent rights accrued on 761 RSUs granted on 4/27/2017, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.

(3) Represents the vesting of dividend equivalent rights accrued on 255 RSUs granted on 7/11/2017, which AZZ has elected to pay in shares of AZZ common stock. These dividend equivalent rights vest when, and if, the underlying RSUs vest.

(4) The reporting person disposed of 467 shares of common stock to satisfy tax withholding obligations.

(5) Each RSU represents a contingent right to receive one share of AZZ common stock.

(6) The RSUs granted on 4/27/2016, vest ratably over a 3-year period beginning on 4/27/2017.

(7) Once vested, the shares of common stock are not subject to expiration.

(8) The RSUs granted on 4/27/2017, vest ratably over a 3-year period beginning on 4/27/2018.

(9) The RSUs granted on 7/11/2017, vest over a 3-year period with 1/3rd vesting on 4/27/2018, 4/27/2019 and 4/27/2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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